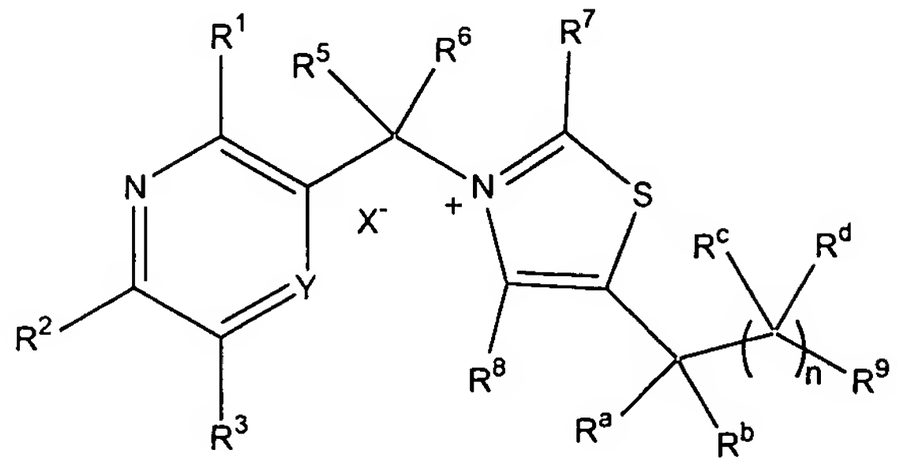
Claim Amendments.

1. (currently amended) A compound of formula **I**:



I

or a pharmaceutically acceptable derivative thereof, wherein:

Y is N or $C(R^4)$;

R^1 is H, alkyl, $-N(R)_2$, $-(CH_2)_{1-6}N(R°)_2$, $-(CH_2)_{1-6}OR°$, -NRC(O)R, $-C(O)N(R)_2$, -CN, $-NRSO_2R$, -COOR, -OR, -SR, -C(O)R, halo, -OC(O)R, -NRC(O)OR, $-OC(O)N(R)_2$, -NRC(O)NR, -NRC(S)NR, $-NRSO_2NR$, $-C(O)NRN(R)_2$, ~~heteroaryl~~, or ~~heterocyclyl~~;

each R^2, R^3 and R^4 is independently H, alkyl, fluoroalkyl, -C(O)R, -COOR, $-C(O)N(R)_2$, -CN, -NRC(O)R, -OR, -SR, $-N(R)_2$, $-(CH_2)_{1-6}OR°$, $-(CH_2)_{1-6}N(R°)_2$, or halo;

each R^5 and R^6 is ~~independently H, alkyl, or fluoroalkyl~~;

R^7 is H, alkyl, or fluoroalkyl, ~~aralkyl, carbocyclylalkyl, heterocyclyl, carbocyclyl, heterocyclylalkyl, aryl, heteroaryl, heteroaralkyl, C(O)R, $-(CH_2)_{1-6}OR$, $-(CH_2)_{1-6}N(R)_2$, $C(O)CH_2C(O)R$, NRC(O)R, $N(R)_2$, $C(O)N(R)_2$, or C(H)(OR)R~~;

R^8 is H, alkyl, or fluoroalkyl~~, carbocyclyl, carbocyclylalkyl, heteroaryl, heterocyclyl, CO_2R, or $CON(R)_2$~~;

R^9 is $-OR^{10}$ or $-NR^{11}R^{12}$;

R^{10} is R°, -C(O)R, $-C(O)N(R)_2$, -C(O)OR, $-(CH_2)_{1-6}$-C(O)R, $-PO_3M_x$, -P(O)(alkyl)OM', or $-(PO_3)_2M_y$, ~~carbocyclyl, aryl, heterocyclyl, heteroaryl, carbocyclylalkyl, aralkyl, heterocyclylalkyl, heteroaralkyl, or a tumor-targeting moiety~~;

x is 1 or 2;

y is 1, 2 or 3;

each M is independently H, Li, Na, K, Mg, Ca, Mn, Co, Ni, Zn, or alkyl;

M' is H, Li, Na, K, or alkyl;

R^{11} is H or alkyl;

R^{12} is H, alkyl, -C(O)R, -C(O)N(R)$_2$, -C(O)OR, -SO_2R, or -SO_2N(R)$_2$, ~~carbocyclyl, aryl, heterocyclyl, heteroaryl, carbocyclylalkyl, aralkyl, heterocyclylalkyl, heteroaralkyl or a tumor targeting moiety~~;

each R^a and R^b is independently H~~, OR°, alkyl,~~ or ~~fluoroalkyl~~ -OH;

each R^c and R^d is ~~independently~~ H~~, alkyl, or fluoroalkyl~~;

n is 0-4;

X^- is a monovalent or divalent anion, or a counterion to the thiazolium nitrogen located anywhere in the molecule;

R° is H or alkyl; and

R is R°, ~~carbocyclyl, aryl, heterocyclyl, heteroaryl, carbocyclylalkyl, aralkyl, heterocyclylalkyl, or heteroaralkyl~~;

provided that the following compounds are excluded:

Y is C(R^4);

R^5, R^6, R^a, R^b, R^c and R^d are H;

R^8 is methyl;

R^9 is -OR^{10}, and R^{10} is H, -PO_3M_x, -$(PO_3)_2M_y$ or -P(O)(alkyl)OM';

X^- is Cl^- or Br^-;

i) R^1 is H, R^2 is methyl, R^3 is -OH, R^4 is methyl, -CH_2OH or -CH_2NH_2, and R^7 is H;

ii) R^1 is -NH_2, -NHMe or -N(Me)$_2$, R^2 is methyl, R^3 is H, R^4 is H or -CH_3, and R^7 is H;

iii) R^1 is -NH_2 or OH, R^2 is methyl, R^3 is H, R^4 is H, and R^7 is H;

iv) R^1 and R^3 are H, R^2 is methyl, R^4 is -NH_2, and R^7 is H;

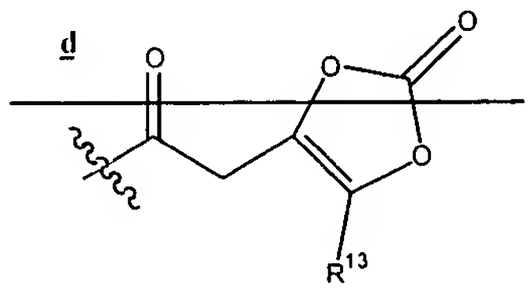
v) R^1 is -NH_2, R^2 is methyl, R^3 and R^4 are H, and R^7 is H, -CH(OH)CO_2H or -C(OH)(Me)CO_2H;

vi) R^1, R^3, R^4 and R^7 are H and R^2 is methyl; and

vii) R^1 is H, R^2 is -NH_2, R^3 is -OH, R_4 is -$CH_2CH_2NH_2$, and R^7 is H.

2. (currently amended) The compound of claim 1, wherein R^{10} is R°, -C(O)R, -C(O)N$(R)_2$, -C(O)OR, -$(CH_2)_{1-6}$-C(O)R, or alkyl, ~~carbocyclyl, aryl, heterocyclyl, heteroaryl, carbocyclylalkyl, aralkyl, heterocyclylalkyl, heteroaralkyl, or a tumor-targeting moiety~~; and R^{12} is -C(O)R, -C(O)N$(R)_2$, -C(O)OR, -SO_2R, or -SO_2N$(R)_2$, ~~carbocyclyl, aryl, heterocyclyl, heteroaryl, carbocyclylalkyl, aralkyl, heterocyclylalkyl, heteroaralkyl or a tumor-targeting moiety~~.

3. (currently amended) The compound of claim 1, wherein R^{10} is R^o ~~or~~ and R^{12} is ~~a polysaccharide,~~ -[C(O)CH(R)N(R)]$_{2-3}$-R~~, an antibody, or~~



~~, wherein R^{13} is H, alkyl, or aryl~~.

4. (cancelled).

5. (currently amended) The compound of claim 4 1, wherein:

i) R^1 is –N(R)$_2$, -(CH$_2$)$_{1-6}$N(R°)$_2$, -(CH$_2$)$_{1-6}$OR°, -NRC(O)R, -C(O)N(R)$_2$, -CN, -N(R)SO$_2$R, -COOR, -SR, -C(O)R, halo, -OC(O)R, -NRC(O)OR, -OC(O)N(R)$_2$, -N(R)C(O)N(R), -NRC(S)NR, -NRSO$_2$NR, or -C(O)NRN(R)$_2$~~, heteroaryl, or heterocyclyl~~;

ii) R^2 is H, alkyl, fluoroalkyl, -C(O)R, -COOR, -C(O)N(R)$_2$, -CN, -NRC(O)R, -OR, -SR, -N(R)$_2$, -(CH$_2$)$_{1-6}$OR°, -(CH$_2$)$_{1-6}$N(R°)$_2$, or halo;

iii) R^3 is H, alkyl, fluoroalkyl, -C(O)R, -COOR, -C(O)N(R)$_2$, -CN, -NRC(O)R, -SR, -N(R)$_2$, -(CH$_2$)$_{1-6}$OR°, -(CH$_2$)$_{1-6}$N(R°)$_2$, or halo;

iv) R^4 is H, fluoroalkyl, -C(O)R, -COOR, -C(O)N(R)$_2$, -CN, -NRC(O)R, -OR, -SR, -(CH$_2$)$_{1-6}$N(R°)$_2$, or halo;

v) R^{10} is H, -PO$_3$M$_x$, -(PO$_3$)$_2$M$_y$ or -P(O)(alkyl)OM'; or R^{12} is H or C$_{1-6}$ alkyl; and

vi) n is 1.

6. (cancelled).

7. (currently amended) The compound of ~~6~~ 1, wherein:

i) R^1 is H, -$N(R)_2$, alkyl, -NR°C(O)NR, -NR°C(O)OR, -$C(O)N(R)_2$, -$(CH_2)_{1-6}N(R°)_2$, -NR°C(O)R, -CN, -COOR, -OR, -SR, or halo;

ii) R^2 is H, alkyl, fluoroalkyl, -OR°, -$N(R°)_2$, or halo;

iii) R^3 and R^4 are independently H, alkyl, -OR, -$N(R)_2$, -$(CH_2)_{1-6}OR°$, or -$(CH_2)_{1-6}N(R°)_2$;

iv) R^7 is H, alkyl, or fluoroalkyl, ~~-$(CH_2)_{1-6}$OR, -$(CH_2)_{1-6}$N(R)$_2$, -NR°C(O)R, -C(O)R, -C(H)(OR)R, aralkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, or heteroaralkyl~~;

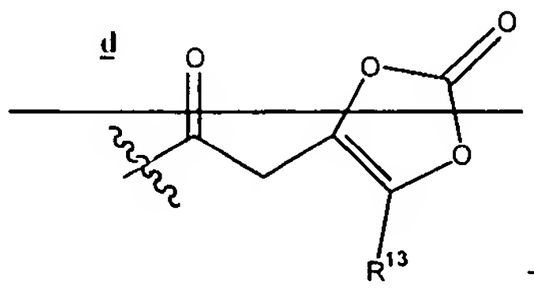
v) R^{10} is H, alkyl, -C(O)R, -PO_3M_x, -P(O)(alkyl)OM', -$(PO_3)_2M_y$, -$C(O)N(R)_2$, or -C(O)OR~~, or a tumor-targeting moiety;~~ ~~or~~ and R^{12} is H, alkyl, -C(O)R, -$C(O)N(R)_2$, -C(O)OR, or -SO_2R~~, 5-membered heterocyclyl, 5-membered heteroaralkyl, or a tumor-targeting moiety~~; and

vi) n is 1.

8. (cancelled).

9. (currently amended) The compound of claim ~~8~~ 1, wherein R° is H or C_{1-6} alkyl optionally substituted with halo, hydroxy or amino.

10. (currently amended) The compound of claim ~~6 or~~ 7, wherein R^{10} is R^o and ~~or~~ R^{12} is ~~a polysaccharide,~~ -$[C(O)CH(R)N(R)]_{2-3}$-R~~, an antibody, or~~



~~, wherein R^{13} is H, alkyl, or aryl.~~

11. (currently amended) The compound of claim ~~6 or~~ 7, wherein ~~said compound has one or more of the features selected from the group consisting of~~:

i) R^1 is H, amino, $-CH_2NH_2$, -NHC(O)NHEt, -NHC(O)OEt, $-NHCH_2OH$, $-NHCH_2CH_2OH$, $-NH-CH_2CH_2Cl$, $-N(CH_2OH)_2$, Cl, Br, $-SCH_3$, CN, $-C(O)NH_2$, -C(O)OH, methyl, or ethyl;

ii) R^2 is H, methyl, ethyl, amino, CF_3, Cl, or Br;

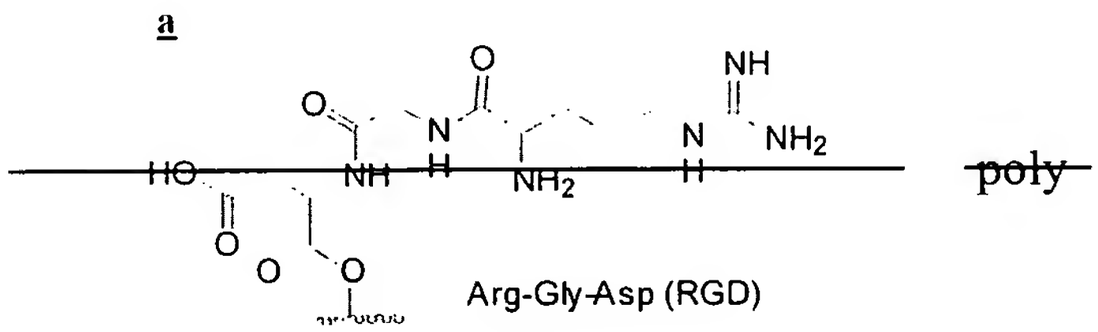
iii) R^3 is H, methyl, ethyl, amino, or hydroxy;

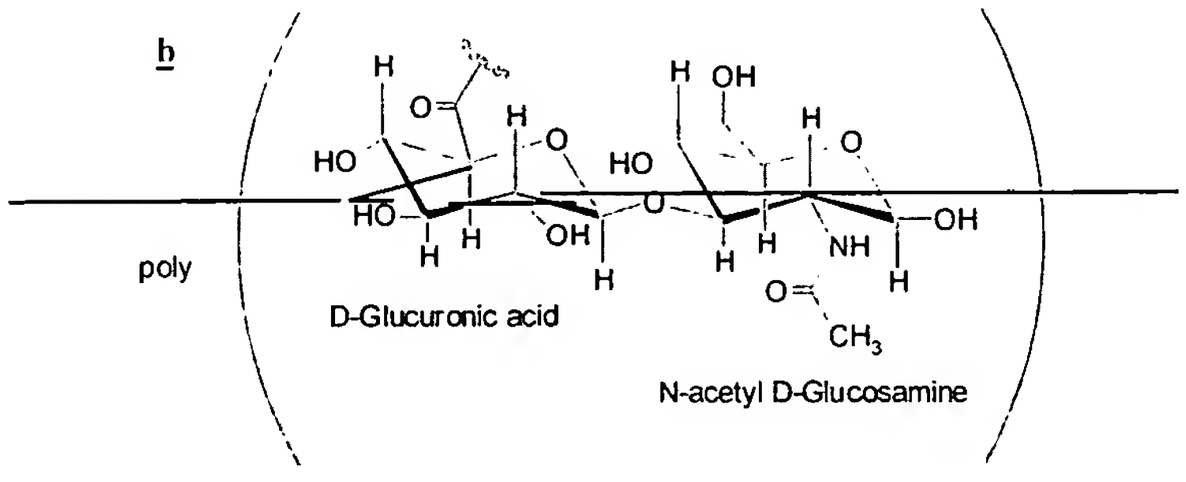
iv) R^4 is H, methyl, ethyl, $-CH_2OH$, or $-CH_2NH_2$;

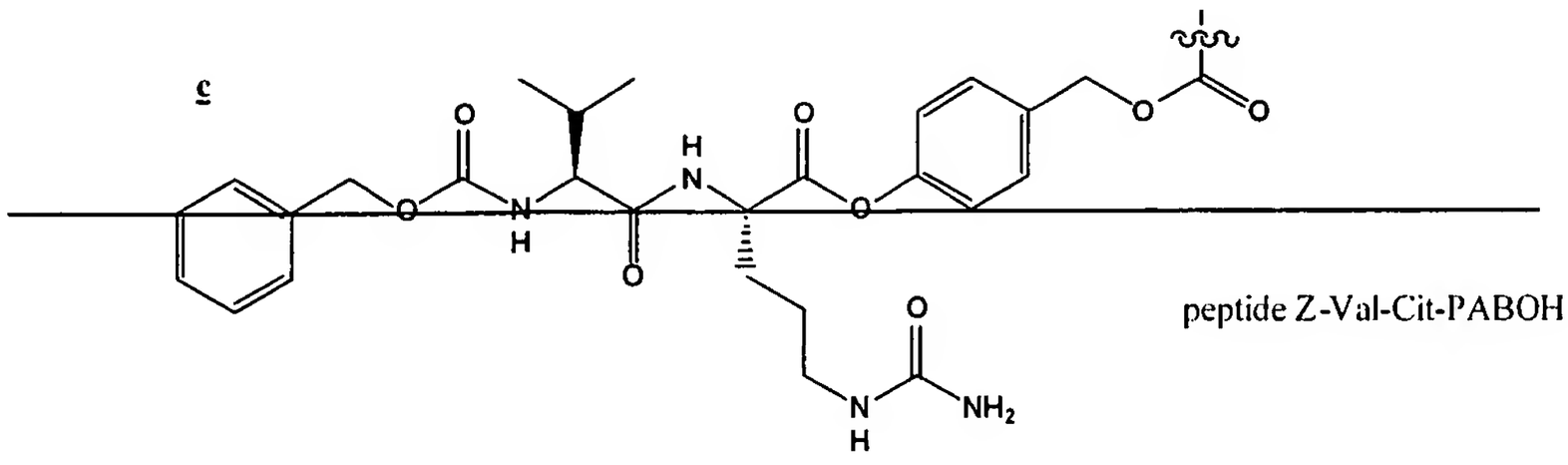
v) ~~each R^5, R^6 and~~ R^8 is ~~independently~~ H, methyl, ethyl, $-CH_2F$, $-CHF_2$, or $-CF_3$;

vi) R^7 is H, methyl, ethyl, or CF_3~~, $-CH(OH)CH_3$, $-CH_2OH$, or $-CH_2CH_2OH$~~; and

vii) R^{10} is H, methyl, ethyl, -C(O)Me, -C(O)Et, $-C(O)NMe_2$, ~~-C(O)-p-OMe-phenyl, -C(O)O-phenyl,~~ $-PO_3H_2$, $-P(O)(OMe)_2$, -P(O)(OMe)OH, -P(O)(Me)OH, -P(O)(OH)OP(O)(OH)(OH)~~, or R^{14}; and R^{14} is selected from the group consisting of:~~

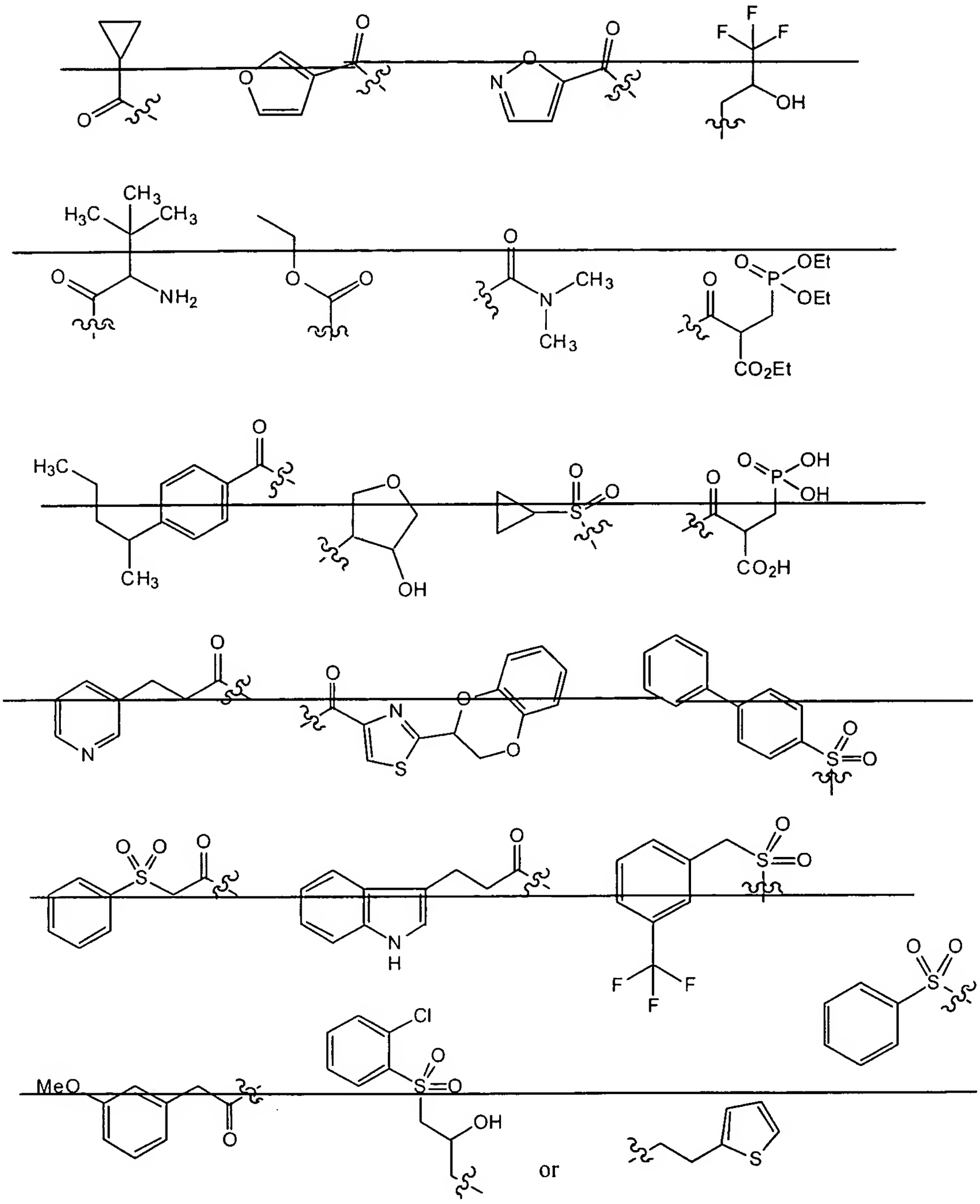






peptide Z-Val-Cit-PABOH

~~antibody; or~~ and R^{12} is H, methyl, or ethyl~~, R^{14}~~;


F
F
F
OH
CH3
H3C
CH3
NH2
CH3
N
CH3
OEt
OEt
CO2Et
H3C
CH3
OH
OH
OH
CO2H
N
S
N
H
F
F
F
Cl
MeO
OH
or
S

12. (currently amended) The compound of claim ~~6 or~~ 7, wherein ~~said compound has one or more of the features selected from the group consisting of~~:

i) R^1 is H, $-N(R°)_2$, -SR°, or halo;

ii) R^2 is H, alkyl, fluoroalkyl, $-N(R°)_2$, or halo;

iii) R^3 and R^4 are independently H or alkyl;

iv) R^7 is H or alkyl;

v) R^8 is H or C_{1-6} unsubstituted alkyl; and

vi) R^9 is $-OR^{10}$ and R^{10} is H, C_{1-6} unsubstituted alkyl, -C(O)R, $-PO_3M_x$, -P(O)(alkyl)OM', $-(PO_3)_2M_y$, or -C(O)OR~~, or a tumor targeting moiety~~.

13. (currently amended) The compound of claim12, wherein R^{10} is ~~a polysaccharide, -[C(O)CH(R)N(R)]$_{2-3}$-R, an antibody, or~~ H, C_{1-6} unsubstituted alkyl, or -C(O)R

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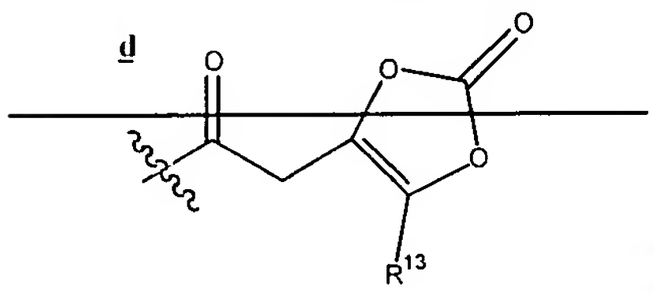


~~wherein R^{13} is H, alkyl, or aryl~~.

14. (currently amended) The compound of claim12, wherein ~~said compound has one or more of the features selected from the group consisting of~~:

i) R^1 is H, $-NH_2$, $-SCH_3$, or Cl;

ii) R^2 is H, methyl, ethyl, $-CF_3$, $-NH_2$, or Cl;

iii) R^3, R^4, R^7 and R^8 are independently H ~~or~~, methyl, or ethyl; and

iv) R^9 is $-OR^{10}$ and R^{10} is ~~H, H, -~~ R°, PO_3H_2, -P(O)(OMe)$_2$, -P(O)(OMe)OH, -P(O)(Me)OH, or -P(O)(OH)OP(O)(OH)(OH)~~, or R^{14}; and R^{14} is as defined in 11~~.

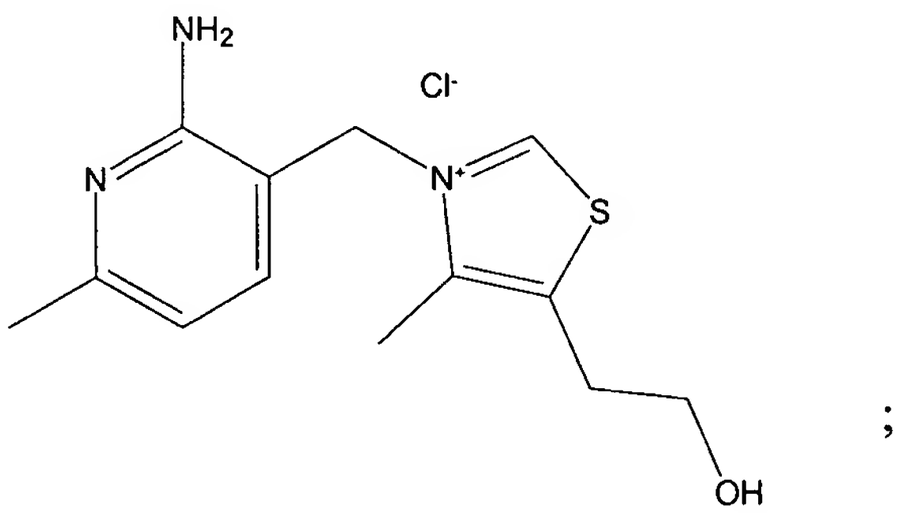
15. (previously presented) The compound of claim 1, wherein said compound is IIa-1, IIa-2, IIa-3, IIa-4, IIa-5, IIa-6, IIa-7, IIa-8, IIa-9, IIa-10, IIa-11, or IIc-1.

16. (currently amended) A pharmaceutical composition comprising a compound of claims 1-15 and a pharmaceutically acceptable carrier.

17. (previously presented) The composition of claim16, further comprising at least one chemotherapeutic agent, antiangiogenic agent or agent which modulates signaling associated with hypoxic conditions in a cell.

18.-27. (cancelled).

28. (new) The compound of formula 1, wherein the compound is selected from the group consisting of:

(a) 

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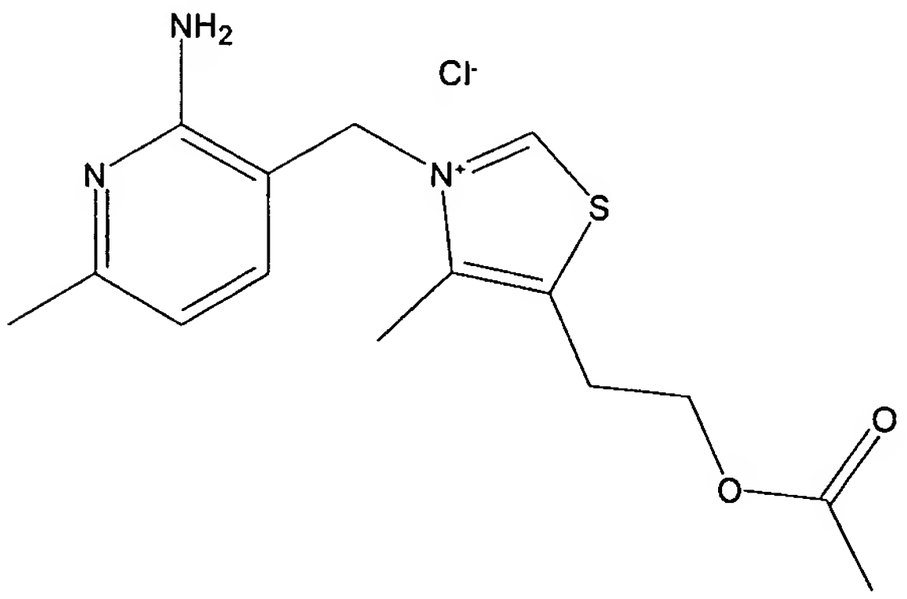
(b) 

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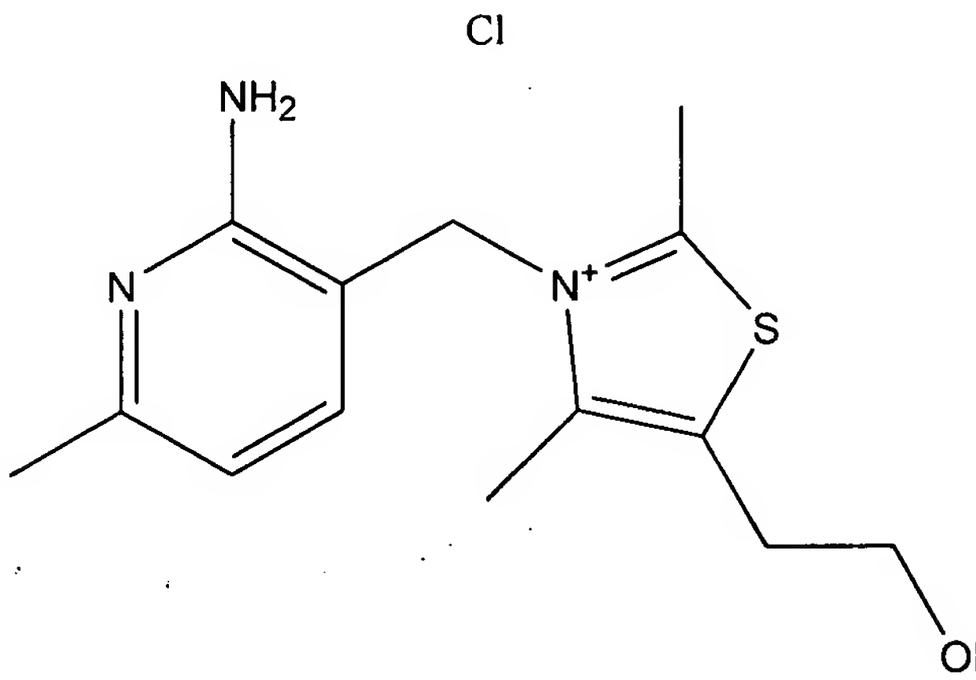
(c)



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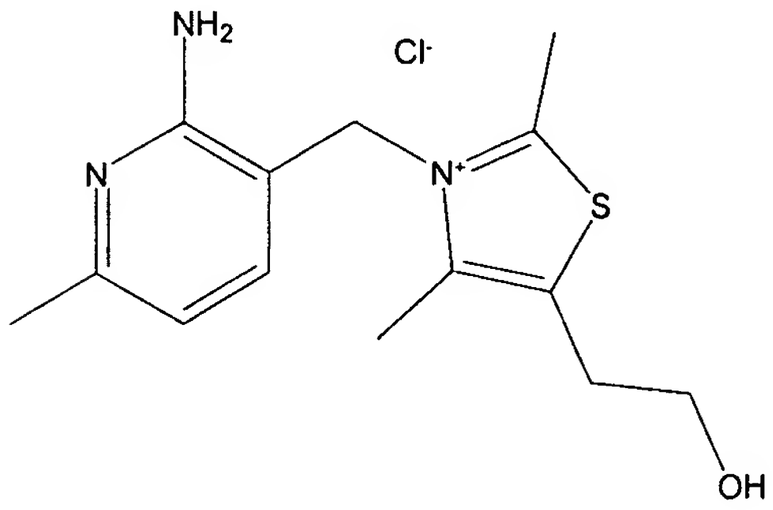
(d)



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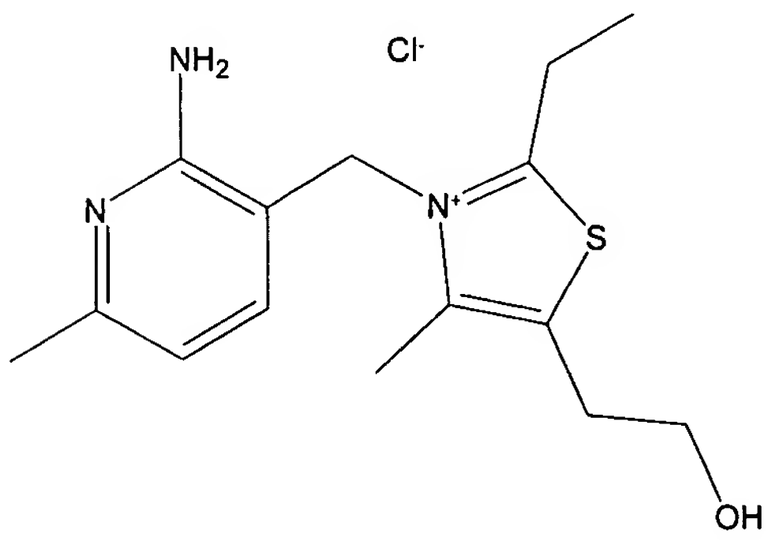
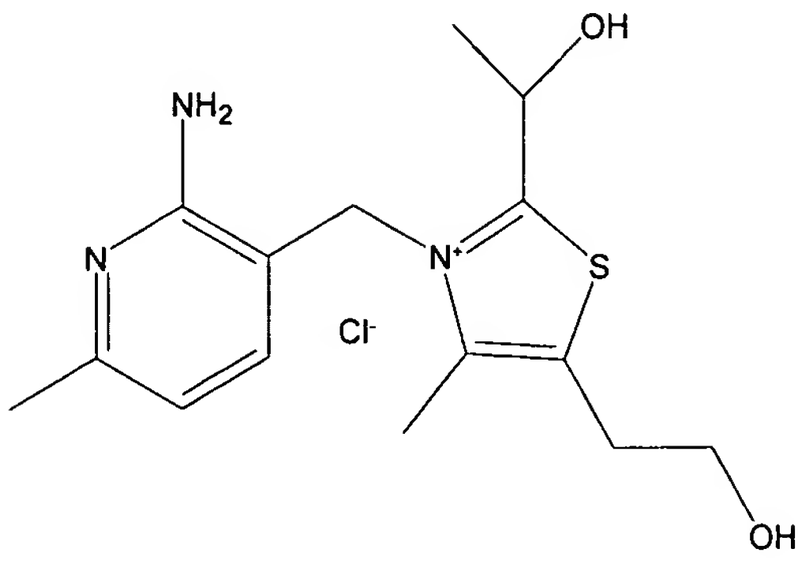
(e)

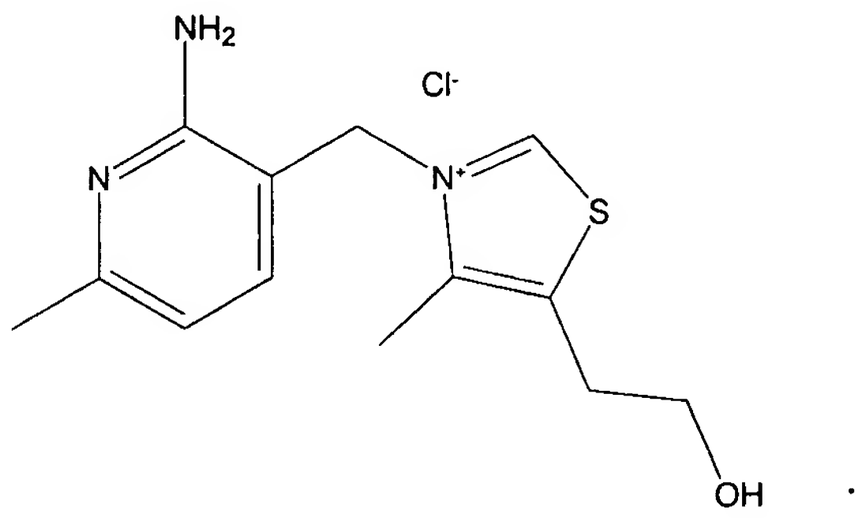


; and

(f)



29. (new) The compound of formula 1, wherein the compound is



30. (new) The compound of claim 1, wherein:

R^1 is H or -$N(R)_2$;

R^2 is H or alkyl;

R^3 and R^4 are independently H or alkyl;

R^7 is H or alkyl;

R^8 is H or C_{1-6} unsubstituted alkyl;

R^9 is -OR^{10} and R^{10} is H, C_{1-6} unsubstituted alkyl, or -C(O)R;

R^a, R^b, R^c, and R^d are H; and

n is 1.